

**Corporate Filings for Hercules Offshore Corporation,
a Delaware Corporation**

9122854



Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "HOC LIQUIDATING CO." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIFTH DAY OF APRIL, A.D. 1988, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWELFTH DAY OF OCTOBER, A.D. 1988, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FOURTEENTH DAY OF OCTOBER, A.D. 1988, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "HERCULES OFFSHORE CORPORATION" TO "HOC LIQUIDATING CO.", FILED THE FIRST DAY OF SEPTEMBER, A.D. 1993, AT 4:30 O'CLOCK P.M.

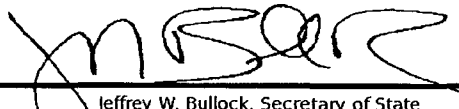
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "HOC LIQUIDATING CO.".

2158717 8100H

100226687

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841429

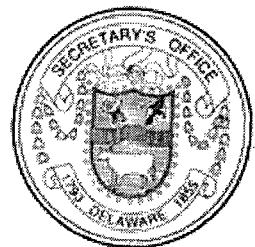
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for HOC LIQUIDATING CO. whose file number is 2158717 on 03/01/2010 under request number 100226687 for authentication number 7841429.



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FILED

APR 25 1988

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CERTIFICATE OF INCORPORATION
OF

Michael R. Hinkle
SECRETARY OF STATE

HERCULES OFFSHORE CORPORATION

FIRST: The name of the corporation is:

HERCULES OFFSHORE CORPORATION

SECOND: The address of the corporation's registered office in the State of Delaware is 229 South State Street, in the City of Dover, County of Kent. The name of the registered agent of the corporation at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: (a) The total number of shares of capital stock which the corporation shall have authority to issue is two million two hundred thousand (2,200,000), consisting of the following:

2,000,000 shares of Common Stock having a par value of one cent (\$.01) per share. Shares of such Common Stock shall be entitled to one vote per share.

200,000 shares of Preferred Stock having a par value of ten cents (\$.10) per share, issuable in any number of series.

(b) The Board of Directors is hereby authorized, subject to limitations prescribed by law, to provide for the issuance of shares of Preferred Stock from time to time in one or more series of any number of shares, provided that the aggregate number of shares issued and not cancelled of any and all such series shall not exceed the total number of shares of Preferred Stock authorized by this Article Fourth, and to fix the designation, relative powers, preferences and rights and qualifications, limitations or restrictions of all shares of such series, all as shall hereafter be stated and expressed in the resolution or resolutions providing for the issue of such Preferred Stock from time to time adopted by the Board of Directors. Without limiting the generality of the foregoing, each series of Preferred Stock (a) may have such voting powers, full or limited, or may be without voting powers; (b) may be subject to redemption at such time or times and at such prices; (c) may be entitled to receive dividends (which may be cumulative or noncumulative) at such rate or rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of capital stock; (d) may have such rights upon the dissolution of, or upon any distribution of the assets of, the corporation; (e) may be made convertible into, or exchangeable for, shares of any other class or classes of any other series of

the same or any other class or classes of capital stock of the corporation or any other issuer, at such price or prices or at such rates of exchange, and with such adjustments; (f) may be entitled to the benefit of a sinking fund to be applied to the purchase or redemption of shares of such series in such amount or amounts; (g) may be entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the corporation or any subsidiary upon the issue of any additional capital stock (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the corporation or any subsidiary of any outstanding capital stock of the corporation; and (h) may have such other relative, participating optional or other special rights, qualifications, limitations or restrictions thereof; all as shall be stated by the board of directors in said resolution or resolutions providing for the issue of such series of Preferred Stock.

(c) Shares of any series of Preferred Stock which have been redeemed (whether through the operation of a sinking fund or otherwise) or which, if convertible or exchangeable, have been converted into or exchanged for shares of capital stock of any other class or classes shall have the status of authorized and unissued shares of

Preferred Stock of the same series and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the board of directors or as part of any other series of Preferred Stock, all subject to the conditions or restrictions on issuance set forth in the resolution or resolutions adopted by the board of directors providing for the issue of any series of Preferred Stock.

FIFTH: The name and mailing address of the incorporator is Thomas R. Pollock, c/o Weil, Gotshal & Manges, 767 Fifth Avenue, New York, New York 10153.

SIXTH: The corporation is to have perpetual existence.

SEVENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholders thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions

of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

EIGHTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

NINTH: The corporation shall indemnify, to the full extent permitted by Section 145 of the General Corporation Law of Delaware, as amended from time to time, all persons who it may indemnify pursuant thereto.

TENTH: No director shall be personally liable to the corporation, or any stockholder for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director shall be liable under Section 174 of Title 8 of the Delaware Code (relating to the Delaware General Corporation Law) or any amendment thereto or successor provision thereto or shall be liable by reason that, in addition to any and all other requirements for such liability, such director (i) shall have breached the duty of loyalty to the corporation or its stockholders, (ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith, (iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation of law or (iv) shall have derived an improper personal benefit. Neither the amendment nor repeal of this Article Tenth, nor the adoption of any provision of the certificate of incorporation inconsistent with this Article Tenth, shall eliminate or reduce the effect of this Article Tenth in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article Tenth, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ELEVENTH: Election of directors need not be by written ballot.

TWELFTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereinafter prescribed by statute, and all rights conferred by the stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Incorporation this 22nd day of April, 1988.


Thomas R. Pollock,
Sole Incorporator

CO/52282.3/1-4

FILED

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF INCORPORATION

OF

HERCULES OFFSHORE CORPORATION

OCT 12 1988

11 A.M.


SECRETARY OF STATE

HERCULES OFFSHORE CORPORATION, a corporation organized and existing under the law of the State of Delaware, pursuant to Section 241 of the Delaware General Corporation Law, hereby certifies as follows:

FIRST: that the following resolutions were duly adopted by unanimous written consent of the Board of Directors of the Corporation, setting forth proposed amendments to the Certificate of Incorporation of the Corporation, determining that the capital of the Corporation not be decreased on account of such amendments. The resolutions are as follows:

*RESOLVED, that there is hereby adopted an amendment to the Corporation's Certificate of Incorporation pursuant to which the authorized capital stock of the Corporation shall be changed from 2,200,000 shares, consisting of 200,000 shares of Preferred Stock, \$.10 par value, and 2,000,000 shares of Common Stock, \$.01 par value, to 15,000,000 shares, consisting of 10,000,000 shares of Class A Common Stock, \$.10 par value, and 5,000,000 shares of Class B Common Stock, \$.10 par value; and, in connection with such change, Article Fourth of the Certificate of Incorporation of the Corporation shall be amended to read in its entirety as follows:

*FOURTH: Number of Shares. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is 15,000,000 shares, consisting of 10,000,000 shares of Class A Common Stock, \$.10 par value (herein called the "Class A Common Stock"), and 5,000,000 shares of Class B Common Stock, \$.10 par value (herein called the "Class B Common Stock"). The Class A Common Stock and the Class B Common Stock, together are herein called the "Common Stock". All cross-references in each subdivision of this Article Fourth refer to other paragraphs in such subdivision unless otherwise indicated.

The following is a statement of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Corporation:

I.

COMMON STOCK

1. Dividends. The holders of shares of Class A Common Stock and the holders of Class B Common Stock shall be entitled to receive such dividends and distributions as from time to time may be declared by the Board of Directors out of funds legally available therefor; provided, however, that in the case of any dividend or distribution in cash or other property (including shares of Common Stock), the shares of Class A Common Stock and Class B Common Stock shall be treated as a single class and, provided, further, that in the case of any dividend or distribution in the form of additional shares of Common Stock, such dividend or distribution shall be paid to the holders of Class A Common Stock solely in the form of additional shares of Class A Common Stock and to the holders of Class B Common Stock solely in the form of additional shares of Class B Common Stock and in all events the relative amount or amounts of Class A Common Stock and Class B Common Stock so distributed shall be directly proportionate to the relative number of shares of Class A Common Stock and Class B Common Stock outstanding on the record date for the determination of stockholders entitled to such dividend or distribution.

2. Subdivisions, Combinations, Reclassifications. The Corporation shall not (i) subdivide the outstanding shares of Class A Common Stock or Class B Common Stock into a greater number of shares, (ii) consolidate the outstanding shares of Class A Common Stock or Class B Common Stock into a smaller number of shares, or (iii) issue by reclassification of Class A Common Stock or Class B Common Stock shares of any other class of capital stock of the Corporation, unless, in each such instance, a subdivision, consolidation or reclassification of the same proportion is effected with respect to the other such class of Common Stock.

3. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment is made upon any other class of Common Stock, the holders of the shares of Class B Common Stock shall be entitled to be paid an amount equal to the Original Issue Price of the shares of Class B Common Stock held by such holders, plus an amount equal to any dividends thereon declared but unpaid, such amounts being sometimes referred to as the "Class B Preferential Payments"; provided, however, that if the assets to be distributed among the holders of Class B Common Stock shall be insufficient to permit payment to such holders of the Class B Preferential Payments, then the entire assets of the Corporation to be so distributed shall be distributed among the

holders of Class B Common Stock in proportion to the Original Issue Prices of the shares of Class B Common Stock held by such holders. Upon any such liquidation, dissolution or winding up of the Corporation, after the holders of Class B Common Stock have been paid in full the Class B Preferential Payments, the holders of the shares of Class A Common Stock shall be entitled to be paid an amount equal to the Original Issue Price of the shares of Class A Common Stock held by such holders, plus an amount equal to any dividends thereon declared but unpaid, such amounts being hereinafter called the "Class A Preferential Payments"; provided, however, that if the assets to be distributed among the holders of Class A Common Stock shall be insufficient to permit payment to such holders of the Class A Preferential Payments, the remaining assets to be so distributed shall be distributed among the holders of Class A Common Stock in proportion to the Original Issue Prices of the shares of Class A Common Stock held by such holders. Upon any such liquidation, dissolution or winding up, after the holders of Class B Common Stock shall have been paid the Class B Preferential Payments and the holders of Class A Common Stock shall have been paid the Class A Preferential Payments, the remaining net assets of the Corporation shall be distributed ratably among all holders of Common Stock in proportion to the number of shares of Common Stock held. As used in this Article, the "Original Issue Price" of shares of any class of Common Stock shall mean the consideration paid to the Corporation for such shares upon original issuance (including the consideration, if any, paid to the Corporation for securities surrendered to the Corporation in exchange for such shares of Common Stock upon original issuance), adjusted to reflect the effect on such class of Common Stock of (i) dividends or distributions on such class of Common Stock payable in shares of such class of Common Stock, (ii) subdivisions of outstanding shares of such class of Common Stock into a greater number of shares, (iii) combinations of outstanding shares of such class of Common Stock into a smaller number of shares of such class of Common Stock and (iv) issuances to the holders of such class of Common Stock of any shares of any other class of capital stock of the Corporation, provided, however, that the Original Issue Price of the shares of Class A Common Stock to be issued pursuant to the Agreement and Plan of Merger dated as of October 4, 1988 among the Corporation, Hercules Offshore Oil Drilling Corporation and Hercules Acquisition Corporation shall be deemed to be \$1.00 per share as of the close of business on October 12, 1988, for the purpose of calculating the Original Issue Price of such shares. The Corporation shall maintain a record of all issuances of shares of Class B Common Stock and Class A Common Stock by the Corporation, the Original Issue Price of the shares so issued and all adjustments made thereto, which record shall be open to inspection during the usual business hours of the Corporation by the holders of Common Stock. Written notice of any liquidation, dissolution or winding

up of the Corporation, stating the payment date, the amount and the place where payment shall be made of the Class A Preferential Payments and the Class B Preferential Payments, shall be given by mail, postage prepaid, not less than 10 days prior to the payment date stated therein, to the holders of record of Common Stock, such notice to be addressed to each such holder at his post office address as shown by the records of the Corporation. Neither the consolidation or merger of the Corporation into or with any other corporation or corporations, nor the sale or transfer by the Corporation of all or substantially all its assets, shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of the provisions of this paragraph 3 unless the business of the Corporation is thereby terminated.

4. Right to Convert. Subject to the terms and conditions of this paragraph 4, each holder of any share or shares of Class B Common Stock shall have the right, at such holder's option at any time, to convert any such shares of Class B Common Stock into a number of fully paid and nonassessable shares of Class A Common Stock equal to the number of shares of Class B Common Stock surrendered for conversion (except that upon any liquidation of the Corporation the right of conversion shall terminate at the close of business on the last full business day next preceding the date fixed for payment of the amount distributable on the Class B Common Stock). Such right of conversion shall be exercised by the holder thereof by giving written notice to the Corporation at its principal office (or such other office or agency of the Corporation as the Corporation may designate by notice in writing to the holder or holders of the Class B Common Stock) stating the number of shares of Class B Common Stock such holder elects to convert into Class A Common Stock and the name or names (with address) in which the certificate or certificates evidencing such shares Class A Common Stock shall be issued, such notice to be accompanied by the certificate or certificates evidencing the shares of Class B Common Stock so to be converted.

4B. Issuance of Certificates; Time Conversion
Effected. Promptly after the receipt of the written notice referred to in subparagraph 4A and surrender of the certificate or certificates for the share or shares of Class B Common Stock to be converted, the Corporation shall issue and deliver, or cause to be issued and delivered, to the holder, registered in such name or names as such holder may direct, a certificate or certificates for the number of shares of Class A Common Stock issuable upon the conversion of such share or shares of Class B Common Stock. To the extent permitted by law, such conversion shall be deemed to have been effected as of the close of business on the date on which such written notice shall have been received

by the Corporation and the certificate or certificates for such share or shares shall have been surrendered as aforesaid, and at such time the rights of the holder of such share or shares of Class B Common Stock shall cease, and the person or persons in whose name or names any certificate or certificates for shares of Class A Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares represented thereby. In case the number of shares of Class B Common Stock represented by the certificate or certificates surrendered pursuant to subparagraph 4A exceeds the number of shares converted, the Corporation shall, upon such conversion, execute and deliver to the holder thereof, at the expense of the Corporation, a new certificate or certificates for the number of shares of Class B Common Stock represented by the certificate or certificates surrendered which are not to be converted.

4C. Reorganization or Reclassification. If any capital reorganization or reclassification of the capital stock of the Corporation shall be effected in such a way that holders of Class B Common Stock shall be entitled to receive stock, securities or assets with respect to or in exchange for Class B Common Stock, then, as a condition of such reorganization reclassification, lawful and adequate provisions shall be made whereby each holder of a share or shares of Class B Common Stock shall thereafter have the right to receive, upon the basis and upon the terms and conditions specified herein and in lieu of the shares of Class A Common Stock of the Corporation immediately theretofore receivable upon the conversion of such share or shares of the Class B Common Stock, such shares of stock, securities or assets as may be issued or payable with respect to or in exchange for a number of outstanding shares of such Class A Common Stock equal to the number of shares of such stock immediately theretofore so receivable had such reorganization or reclassification not taken place, and in any such case appropriate provision shall be made with respect to the rights and interests of such holder to the end that the provisions hereof shall thereafter be applicable, as nearly as may be, in relation to any shares of stock, securities or assets thereafter deliverable upon the exercise of such conversion rights. The Corporation will not effect any such consolidation, merger or sale, unless prior to the consummation thereof the successor corporation (if other than the Corporation) resulting from such consolidation or merger or the corporation purchasing such assets shall assume by written instrument executed and mailed or delivered to each holder of shares of Class B Common Stock at the last address of such holder appearing on the books of the Corporation, the obligation to deliver to such holder such shares of stock, securities or assets as, in accordance with the foregoing provisions, such holder may be entitled to receive.

4D. Notices. In case at any time:

(1) the Corporation shall declare any dividend upon its Common Stock payable in cash or stock or make any other distribution to the holders of its Common Stock;

(2) the Corporation shall offer for subscription pro rata to the holders of its Common Stock any additional shares of stock of any class or other rights;

(3) there shall be any capital reorganization or reclassification of the capital stock of the Corporation, or a consolidation or merger of the Corporation with, or a sale of all or substantially all its assets to, another corporation; or

(4) there shall be a voluntary or involuntary dissolution, liquidation or winding up of the Corporation;

then, in any one or more of said cases, the Corporation shall give, by first class mail, postage prepaid, addressed to each holder of any shares of Common Stock at the address of such holder as shown on the books of the Corporation, (a) at least 10 days' prior written notice of the date on which the books of the Corporation shall close or a record shall be taken for such dividend, distribution or subscription rights or for determining rights to vote in respect of any such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding up, and (b) in the case of any such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding up, at least 10 days' prior written notice of the date when the same shall take place. Such notice in accordance with the foregoing clause (a) shall also specify, in the case of any such dividend, distribution or subscription rights, the date on which the holders of Common Stock shall be entitled thereto, and such notice in accordance with the foregoing clause (b) shall also specify the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding up, as the case may be.

4E. Stock to be Reserved. The Corporation will at all times reserve and keep available out of its authorized Class A Common Stock or its treasury shares, solely for the purpose of issue upon the conversion of the Class B Common Stock as herein provided, such number of shares of Class A Common Stock as shall then be issuable upon the conversion of all outstanding shares of Class B Common Stock and will take such action to assure that the total number of shares of Class A Common Stock issued and

issuable after such action upon conversion of the Class B Common Stock would not exceed the total number of shares of Class A Common Stock then authorized by the Corporation's Certificate of Incorporation. The Corporation covenants that all shares of Class A Common Stock which shall be so issued, shall be duly and validly issued and fully paid and nonassessable and free from all taxes, liens and charges with respect to the issue thereof. The Corporation will take all such action as may be necessary to assure that all such shares of Class A Common Stock may be so issued without violation of any applicable law or regulation, or of any requirements of any national securities exchange upon which the Class A Common Stock of the Corporation may be listed.

4F. No Reissuance of Class B Common Stock. Shares of Class B Common Stock which are converted into shares of Class A Common Stock as provided herein shall not be reissued.

4G. Issue Tax. The issuance of certificates for shares of Class A Common Stock upon conversion of the Class B Common Stock shall be made without charge to the holders thereof for any issuance tax in respect thereof, provided that the Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of any certificate in a name other than that of the holder of the Class B Common Stock which is being converted.

4H. Closing of Books. The Corporation will at no time close its transfer books against the transfer of any Class B Common Stock or of any shares of Class A Common Stock issued or issuable upon the conversion of any shares of Class B Common Stock in any manner which interferes with the timely conversion of such Class B Common Stock.

4I. Definition of Common Stock. As used in this paragraph 4, the term "Common Stock" shall mean and include the Corporation's authorized Class A Common Stock, \$.10 par value, and authorized Class B Common Stock, \$.10 par value, as constituted at the close of business on October 12, 1988, and in each case shall also include any capital stock of any class of the Corporation thereafter authorized which shall not be limited to a fixed sum or percentage of par value in respect of the rights of the holders thereof to participate in dividends or in the distribution of assets upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation; provided that the shares of Class A Common Stock receivable upon conversion of shares of the Class B Common Stock of the Corporation, or in case of any reorganization or reclassification of the outstanding shares thereof, the stock, securities or assets provided for in subparagraph 4C, shall include only shares designated as Class A Common Stock of the Corporation at the close of business on October 12, 1988.

5. Voting Rights. Except as otherwise provided by law and this Certificate of Incorporation, the holders of Common Stock shall vote together as a class on all matters to be voted on by the stockholders of the Corporation on the basis that each holder of Class A Common Stock and each holder of Class B Common Stock shall be entitled to one vote for each share of Class A Common Stock and one vote for share of Class B Common Stock held by such holder on the record date for the determination of stockholders entitled to vote.

6. Citizenship Requirements for Certain Officers and Directors. Except to the extent otherwise required by law, the president or other chief executive officer, the chairman of the board of directors and at least a majority of the directors necessary to constitute a quorum of the board of directors of the Corporation shall be citizens of the United States.

"RESOLVED, that the Board of Directors determines that the capital of the Corporation will not be decreased on account of the foregoing amendment, declares the foregoing amendment to the Corporation's Certificate of Incorporation to be advisable and directs that the amendment be submitted to the stockholders of the Corporation for their approval pursuant to Section 242(b) of the General Corporation Law of the State of Delaware."

SECOND: that the Corporation has not received any payment for any of its stock and the foregoing amendment to the Corporation's Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 241 of the Delaware General Corporation Law.

THIRD: that the capital of the Corporation will not be reduced under, or by reason of, the foregoing amendments to the Certificate of Incorporation of the Corporation.

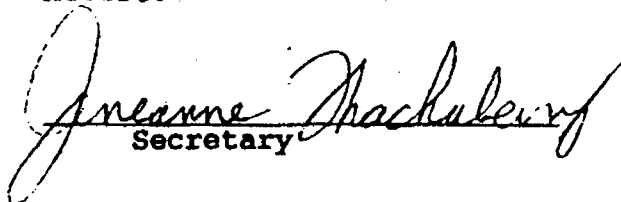
IN WITNESS WHEREOF, HERCULES OFFSHORE CORPORATION, has caused its corporate seal to be hereunto affixed and this certificate to be signed by William C. Coward, its President, who hereby acknowledges under penalties of perjury that the facts herein stated are true and that this certificate is his act and deed, and attested by Jeneanne Thackaberry, its Secretary, this 12th day of October, 1988.

HERCULES OFFSHORE CORPORATION

By 
President

[Corporate Seal]

Attest:


Secretary

DM243016BI (1000)

OCT 14 1968

9AM

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
HERCULES OFFSHORE CORPORATION

Malet Harker
SECRETARY OF RECORD

HERCULES OFFSHORE CORPORATION, a corporation organized and existing under the law of the State of Delaware, pursuant to Section 241 of the Delaware General Corporation Law, hereby certifies as follows:

FIRST: that the following resolutions were duly adopted by unanimous written consent of the Board of Directors of the Corporation, setting forth proposed amendments to the Certificate of Incorporation of the Corporation. The resolutions are as follows:

"RESOLVED, that there is hereby adopted an amendment to the Corporation's Certificate of Incorporation pursuant to which the authorized capital stock of the Corporation shall be changed from 15,000,000 shares, consisting of 10,000,000 shares of Class A Common Stock, \$.10 par value, and 5,000,000 shares of Class B Common Stock, \$.10 par value, to 6,667,000 shares, consisting of 4,300,000 shares of Class A Common Stock, \$.10 par value, and 2,367,000 shares of Class B Common Stock, \$.10 par value; and, in connection with such change, Article FOURTH of the Certificate of Incorporation of the Corporation shall be amended to read in its entirety as follows:

'FOURTH: Number of Shares. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is 6,667,000 shares, consisting of 4,300,000 shares of Class A Common Stock, \$.10 par value (herein called the "Class A Common Stock"), and 2,367,000 shares of Class B Common Stock, \$.10 par value (herein called the "Class B Common Stock" and together with the Class A Common Stock, the "Common Stock"). All cross-references in each subdivision of this Article FOURTH refer to other paragraphs in such subdivision unless otherwise indicated.

The following is a statement of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Corporation:

I.

COMMON STOCK

1. Dividends. The holders of shares of Class A Common Stock and the holders of shares of Class B Common Stock shall be entitled to receive such dividends and distributions as from time to time may be declared by the Board of Directors out of funds legally available therefor; provided, however, that in the case of any dividend or distribution in cash or other property (including shares of Common Stock), the shares of Class A Common Stock and Class B Common Stock shall be treated as a single class; and, provided, further, that in the case of any dividend or distribution in the form of additional shares of Common Stock, such dividend or distribution shall be paid to the holders of Class A Common Stock solely in the form of additional shares of Class A Common Stock and to the holders of Class B Common Stock solely in the form of additional shares of Class B Common Stock and in all events the relative amount or amounts of Class A Common Stock and Class B Common Stock so distributed shall be directly proportionate to the relative number of shares of Class A Common Stock and Class B Common Stock outstanding on the record date for the determination of stockholders entitled to such dividend or distribution.

2. Subdivisions and Combinations. The Corporation shall not (i) subdivide the outstanding shares of Class A Common Stock or Class B Common Stock into a greater number of shares or (ii) combine the outstanding shares of Class A Common Stock or Class B Common Stock into a smaller number of shares, unless, in each such instance, a subdivision or combination of the same proportion is effected with respect to the other such class of Common Stock.

3. Restrictions. At any time when shares of Class A Common Stock and Class B Common Stock are outstanding, except where the vote or written consent of the holders of a greater number of shares of the Corporation is required by law or by the Certificate of Incorporation, and in addition to any other vote required by law, without the prior separate consents of both the holders of a majority of the outstanding shares of Class A Common Stock and the holders of a majority of the outstanding shares of the Class B Common Stock, given in person or by proxy, in each case either in writing or at a special meeting called for that purpose, at which meeting all holders of the shares of Class A Common Stock shall vote together as a class and all holders of Class B Common Stock shall vote together as a class:

3A. The Corporation will not reclassify the capital stock of the Corporation;

3B. The Corporation will not consolidate or merge into or with any other corporation or corporations (i) if as a result thereof the relative preferences, rights or privileges of the holders of Class A Common Stock and Class B Common Stock, as such holders, would be changed thereby, or in the event the provisions of such consolidation or merger would entitle holders of Class A Common Stock and holders of Class B Common Stock to receive stock, securities or assets with respect to or in exchange for shares of Class A Common Stock or Class B Common Stock, (ii) if such stock or securities would not continue in such holders such relative preferences, rights and privileges substantially as are constituted by their holdings of Class A Common Stock and Class B Common Stock, or (iii) if the absolute or relative values of the assets so receivable would fail to satisfy the provisions of paragraph 4 in the event of the liquidation, dissolution or winding up of the Corporation; and

3C. The Corporation will not amend, alter or repeal the Corporation's Certificate of Incorporation or By-laws in any manner which (i) adversely affects the respective preferences, rights or privileges of the Class A Common Stock or Class B Common Stock or (ii) reduces the percentage of shares of Class A Common Stock or Class B Common Stock required to consent with respect to any manner set forth in this paragraph 3.

4. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment is made upon any other class of Common Stock, the holders of the shares of Class B Common Stock shall be entitled to be paid an amount equal to the aggregate Original Issue Prices of the shares of Class B Common Stock held by such holders, such amount being sometimes referred to as the "Class B Preferential Payment"; provided, however, that if the assets to be distributed among the holders of Class B Common Stock shall be insufficient to permit payment to such holders of the Class B Preferential Payment, then the entire assets of the Corporation to be so distributed shall be distributed among the holders of Class B Common Stock in proportion to the Original Issue Prices of the shares of Class B Common Stock held by such holders. Upon any such liquidation, dissolution or winding up of the Corporation, after the holders of Class B Common Stock have been paid in full the Class B Preferential Payment, the holders of the shares of Class A Common Stock shall be entitled to be paid an amount equal to the aggregate Original Issue Prices of the shares of Class A Common Stock held by such holders, such amount being hereinafter called the "Class A Preferential Payment"; provided, however, that if the assets to be distributed among the holders of Class A Common Stock shall be insufficient

to permit payment to such holders of the Class A Preferential Payment, the remaining asset to be so distributed shall be distributed among the holders of Class A Common Stock in proportion to the Original Issue Prices of the shares of Class A Common Stock held by such holders. Upon any such liquidation, dissolution or winding up, after the holders of Class B Common Stock shall have been paid the Class B Preferential Payment and the holders of Class A Common Stock shall have been paid the Class A Preferential Payment, the remaining net assets of the Corporation shall be distributed ratably among all holders of Common Stock in proportion to the number of shares of Common Stock held. As used in this Article FOURTH, the "Original Issue Price" of any share of any class of Common Stock shall mean the consideration paid to the Corporation for such share upon original issuance (including the consideration, if any, paid to the Corporation for any security or securities converted into or exercised for such share of Common Stock), adjusted to reflect the effect, if any, on such share of (i) dividends or distributions paid in shares of such class of Common Stock, (ii) subdivisions of outstanding shares of such class of Common Stock into a greater number of shares, and (iii) combinations of outstanding shares of such class of Common Stock into a smaller number of shares; provided, however, that the Original Issue Price of a share of Class A Common Stock issued pursuant to the Agreement and Plan of Merger dated as of October 4, 1988 among the Corporation, Hercules Offshore Oil Drilling Co. and Hercules Acquisition Corp. shall be deemed to be \$1.00 per share as of the close of business on October 14, 1988. The Corporation shall maintain a record of all issuances of shares of Class B Common Stock and Class A Common Stock by the Corporation, the Original Issue Price of all shares so issued and all adjustments made thereto, which record shall be open to inspection during the usual business hours of the Corporation by the holders of Common Stock. Written notice of any liquidation, dissolution or winding up of the Corporation, stating the payment date, the amount and the place where payment shall be made of the Class A Preferential Payment and the Class B Preferential Payment, shall be given by mail, postage prepaid, not less than ten days prior to the payment date stated therein, to the holders of record of Common Stock, such notice to be addressed to each such holder at his post office address as shown on the records of the Corporation. Neither the consolidation or merger of the Corporation into or with any other corporation or corporations, nor the sale or transfer by the Corporation of all or substantially all its assets, shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of the provisions of this paragraph 3 unless the business of the Corporation is thereby terminated.

5A. Right to Convert. Subject to the terms and conditions of this paragraph 5, each holder of any share or shares of

Class B Common Stock shall have the right, at such holder's option at any time, to convert any such shares of Class B Common Stock into a number of fully paid and nonassessable shares of Class A Common Stock equal to the number of shares of Class B Common Stock surrendered for conversion (except that upon any liquidation of the Corporation the right of conversion shall terminate at the close of business on the last full business day next preceding the date fixed for payment of the amount distributable on the Class B Common Stock). Such right of conversion shall be exercised by the holder thereof by giving written notice to the Corporation at its principal office (or such other office or agency of the Corporation as the Corporation may designate by notice in writing to the holder or holders of the Class B Common Stock) stating the number of shares of Class B Common Stock such holder elects to convert into Class A Common Stock and the name or names (with address) in which the certificate or certificates evidencing such shares of Class A Common Stock shall be issued, such notice to be accompanied by the certificate or certificates evidencing the shares of Class B Common Stock so to be converted.

5B. Issuance of Certificates; Time Conversion Effected. Promptly after the receipt of the written notice referred to in subparagraph 5A and surrender of the certificate or certificates for the share or shares of Class B Common Stock to be converted, the Corporation shall issue and deliver, or cause to be issued and delivered, to the holder, registered in such name or names as such holder may direct, a certificate or certificates for the number of shares of Class A Common Stock equal to the number of shares of Class B Common Stock converted. To the extent permitted by law, such conversion shall be deemed to have been effected as of the close of business on the date on which such written notice shall have been received by the Corporation and the certificate or certificates for such share or shares shall have been surrendered as aforesaid, and at such time the rights of the holder of such share or shares of Class B Common Stock shall cease, and the person or persons in whose name or names any certificate or certificates for shares of Class A Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares represented thereby. In case the number of shares of Class B Common Stock represented by the certificate or certificates surrendered pursuant to subparagraph 5A exceeds the number of shares converted, the Corporation shall, upon such conversion, execute and deliver to the holder thereof, at the expense of the Corporation, a new certificate or certificates for the number of shares of Class B Common Stock represented by the certificate or certificates surrendered which are not to be converted.

5C. Notices. In case at any time:

(1) the Corporation shall declare any dividend upon its Common Stock payable in cash or stock or make any other distribution to the holders of its Common Stock;

(2) the Corporation shall offer for subscription pro rata to the holders of its Common Stock any additional shares of stock of any class or other rights;

(3) there shall be any capital reorganization or reclassification of the capital stock of the Corporation, or a consolidation or merger of the Corporation with, or a sale of all or substantially all its assets to, another corporation; or

(4) there shall be a voluntary or involuntary dissolution, liquidation or winding up of the Corporation;

then, in any one or more of said cases, the Corporation shall give, by first class mail, postage prepaid, addressed to each holder of any shares of Common Stock at the address of such holder as shown on the books of the Corporation, (a) at least 10 days' prior written notice of the date on which the books of the Corporation shall close or a record shall be taken for such dividend, distribution or subscription rights or for determining rights to vote in respect of any such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding up, and (b) in the case of any such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding up, at least 10 days' prior written notice of the date when the same shall take place. Such notice in accordance with the foregoing clause (a) shall also specify, in the case of any such dividend, distribution or subscription rights, the date on which the holders of Common Stock shall be entitled thereto, and such notice in accordance with the foregoing clause (b) shall also specify the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding up, as the case may be.

5D. Stock to be Reserved. The Corporation will at all times reserve and keep available out of its authorized Class A Common Stock or its treasury shares, solely for the purpose of issue upon the conversion of the Class B Common Stock as herein provided, such number of shares of Class A Common Stock as shall then be issuable upon the conversion of all outstanding shares of Class B Common Stock and will take such action to assure that the total number of shares of Class A Common Stock issued and

issuable after such action upon conversion of the Class B Common Stock would not exceed the total number of shares of Class A Common Stock then authorized by the Corporation's Certificate of Incorporation. The Corporation covenants that all shares of Class A Common Stock which shall be so issued, shall be duly and validly issued and fully paid and nonassessable and free from all taxes, liens and charges with respect to the issue thereof. The Corporation will take all such action as may be necessary to assure that all such shares of Class A Common Stock may be so issued without violation of any applicable law or regulation, or of any requirements of any national securities exchange upon which the Class A Common Stock of the Corporation may be listed.

5E. No Reissuance of Class B Common Stock. Shares of Class B Common Stock which are converted into shares of Class A Common Stock as provided herein shall be retired and cancelled and shall not be reissued.

5F. Issue Tax. The issuance of certificates for shares of Class A Common Stock upon conversion of the Class B Common Stock shall be made without charge to the holders thereof for any issuance tax in respect thereof, provided that the Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of any certificate in a name other than that of the holder of the Class B Common Stock which is being converted.

5G. Closing of Books. The Corporation will at no time close its transfer books against the transfer of any Class B Common Stock or of any shares of Class A Common Stock issued or issuable upon the conversion of any shares of Class B Common Stock in any manner which interferes with the timely conversion of such Class B Common Stock.

5H. Authorization of Common Stock. The Corporation will not authorize the creation of any additional class of stock or increase the authorized number of shares of any class of stock, whether by means of amendment of the Corporation's Certificate of Incorporation or by merger, consolidation or otherwise, without the separate affirmative vote of the holders of majority of the outstanding shares of each class of Common Stock of the Corporation, the holders of each class voting together as a class.

5I. Definition of Common Stock. As used in this paragraph 5, the term "Common Stock" shall mean and include the Corporation's authorized Class A Common Stock, \$.10 par value, and authorized Class B Common Stock, \$.10 par value, as constituted at the close of business on October 14, 1988, and in each case shall also include any capital stock of any class of the

Corporation thereafter authorized which shall not be limited to a fixed sum or percentage of par value in respect of the rights of the holders thereof to participate in dividends or in the distribution of assets upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

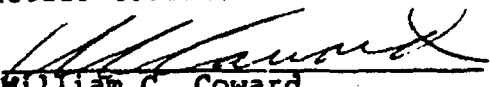
6. Voting Rights. Except as otherwise provided by law and this Certificate of Incorporation, the holders of Common Stock shall vote together as a class on all matters to be voted on by the stockholders of the Corporation on the basis that each holder of Class A Common Stock and each holder of Class B Common Stock shall be entitled to one vote for each share of Class A Common Stock and one vote for share of Class B Common Stock held by such holder on the record date for the determination of stockholders entitled to vote.

7. Citizenship Requirements for Certain Officers and Directors. Except to the extent otherwise required by law, the president or other chief executive officer, the chairman of the board of directors and at least a majority of the directors necessary to constitute a quorum of the board of directors of the Corporation shall be citizens of the United States."

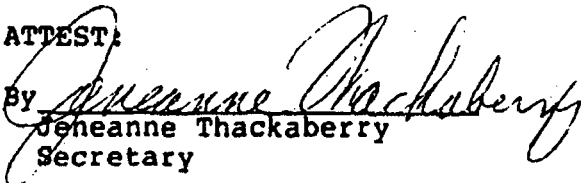
"RESOLVED, that the Board of Directors determines that the foregoing amendment to the Corporation's Certificate of Incorporation be and it hereby is approved."

SECOND: that the Corporation has not received any payment for any of its stock and the foregoing amendment to the Corporation's Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 241 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, HERCULES OFFSHORE CORPORATION, has caused its corporate seal to be hereunto affixed and this certificate to be signed by William C. Coward, its President, who hereby acknowledges under penalties of perjury that the facts herein stated are true and that this certificate is his act and deed, and attested by Jeneanne Thackaberry, its Secretary, this 14th day of October, 1988.

HERCULES OFFSHORE CORPORATION
By: 
William C. Coward
President

ATTEST:

By: 
Jeneanne Thackaberry
Secretary



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

HOC LIQUIDATING CO.
Filing Number: 7880606

Application For Certificate Of Authority
Application For Amended Certificate Of
Authority
Certificate Of Withdrawal

January 16, 1989
September 02, 1993

December 26, 1997

In testimony whereof, I have hereunto signed my name
officially and caused to be impressed hereon the Seal of
State at my office in Austin, Texas on March 12, 2010.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

APPLICATION FOR CERTIFICATE OF AUTHORITY

JAN 16 1989

Pursuant to the provisions of Article 8.05 of the Texas Business Corporation Act, the undersigned corporation hereby applies for a Certificate of Authority to transact business in Texas:

1. The name of the corporation is Hercules Offshore Corporation

2. If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof), then the name of the corporation with the word or abbreviation which it elects to add thereto for use in Texas is: (If the corporate name is not available in Texas, then set forth the name under which the corporation will qualify and transact business in Texas)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is April 25, 1988 and the period of duration is perpetual. (State "Perpetual" or term of years).

5. The address of its principal office in the state or country under the laws of which it is incorporated is:

c/o The Prentice-Hall Corporation Systems, Inc.

299 South State Street
Dover, Delaware

6. The address of its proposed registered office in Texas is (a P.O. Box is not sufficient) 807 Brazos, Austin, Texas 78701

and the name of its proposed registered agent in Texas at such address is

The Prentice-Hall Corporation System, Inc.

7. The purpose or purposes of the corporation which it proposes to pursue in the transaction of business in Texas are:

All lawful purposes including but not limited to Offshore Oil/Gas related workover activity.

8. It is authorized to pursue such purpose or purposes in the state or country under the laws of which it is incorporated.

9. The names and respective addresses of its directors are:

NAME
<u>Thomas J. Seward II</u>
<u>William C. Coward</u>
<u>Robert J. Migliorino</u>
<u>Anthony Caraglino</u>
<u>Thomas A. Goossens</u>
<u>Paul F. Helton, Jr.</u>
<u>Warren B. Idsal</u>
<u>John Lynch</u>

ADDRESS
<u>See Schedule A</u>
<u></u>
<u></u>
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10. The names and respective addresses of its officers are:

NAME	ADDRESS (city & state)	OFFICE
<u>Thomas H. Seward, II</u>	<u>See Schedule B</u>	<u>Chief Executive Officer; Asst. Sec.</u>
<u>William C. Coward</u>	<u></u>	<u>Chief Oper. Officer; Pres., Treas.</u>
<u>Jeneanne Thackaherry</u>	<u></u>	<u>Secretary</u>

11. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITH- OUT PAR VALUE
<u>4,300,000</u>	<u>A Common</u>	<u></u>	<u>\$.10</u>
<u>2,367,000</u>	<u>B Common</u>	<u></u>	<u>\$.10</u>

12. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITH- OUT PAR VALUE
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>

13. The amount of its stated capital is \$ 251,107. (See Texas Business Corporation Act, Article 1.02A (11) for definition of stated capital).

14. Consideration of the value of at least One Thousand Dollars (\$1,000.00) has been paid for the issuance of its shares.

15. The application is accompanied by a certificate issued by the Secretary of State or other authorized officer of the jurisdiction of incorporation evidencing the corporate existence.

Hercules Offshore Corporation

By [Signature]
An Authorized Officer

Schedule ANames and Addresses of the Directors of the Corporation:Name and Address

Thomas J. Seward II
c/o Hercules Offshore Corporation
11381 Meadowglen Lane
Houston, Texas 77082

William C. Coward
c/o Hercules Offshore Corporation
11381 Meadowglen Lane
Houston, Texas 77082

Robert J. Migliorino
c/o Canaan Venture Partners
105 Rowayton Avenue
Rowayton, Connecticut 06853

Anthony Caraglino
c/o Elders Capital Partners, Inc.
200 Park Avenue
26th Floor
New York, New York 10166

Thomas A. Goossens
c/o Elders Capital Partners, Inc.
200 Park Avenue
26th Floor
New York, New York 10166

Paul F. Helton, Jr.
c/o Elders Capital Partners, Inc.
200 Park Avenue
26th Floor
New York, New York 10166

Warren B. Idsal
c/o Elders Capital Partners, Inc.
200 Park Avenue
26th Floor
New York, New York 10166

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Schedule A (continued)

Name and Address

John Lynch
c/o Elders Capital Partners, Inc.
200 Park Avenue
26th Floor
New York, New York 10166

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Schedule B

Names and Addresses of the Officers of the Corporation:

Name and Address

Thomas J. Seward II
c/o Hercules Offshore Corporation
11381 Meadowglen Lane
Houston, Texas 77082

William C. Coward
c/o Hercules Offshore Corporation
11381 Meadowglen Lane
Houston, Texas 77082

Jeneanne Thackaberry
c/o Hercules Offshore Corporation
11381 Meadowglen Lane
Houston, Texas 77082

State of Delaware

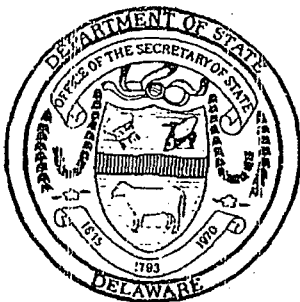
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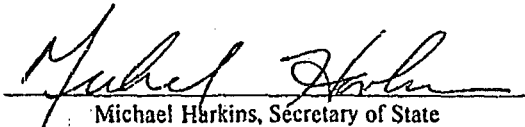
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY HERCULES OFFSHORE CORPORATION IS DULY
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE
RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

| | | | | | | |



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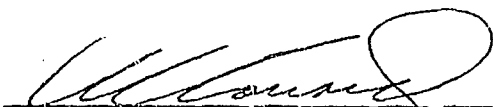

Michael Harkins, Secretary of State

AUTHENTICATION: |1990884

DATE: 12/29/1988

ANTI-TRUST AFFIDAVIT

Hercules Offshore Corporation, is not a trust or organization in restraint of trade in violation of the laws of the State of Texas, has not within twelve (12) months next preceding the making of this affidavit, become or been a part to any trust agreement of any kind which would constitute a violation of any antitrust law of Texas existing at the date of this affidavit, and has not within that time, entered into or been in any wise a party to, any combination in restraint of trade within the United States. No officer of this corporation has, within the knowledge of affiant, within such time and on behalf of this corporation or for its benefit, made any such contract, or entered into or become a party to any such combination in restraint of trade.


An Authorized Officer

Date: November 29, 1988

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
HERCULES OFFSHORE CORPORATION

HERCULES OFFSHORE CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

FIRST: The name of the corporation is Hercules Offshore Corporation.

SECOND: The Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 25, 1988, and Certificates of Amendment to the Certificate of Incorporation were filed with the Secretary of State of the State of Delaware on October 12, 1988 and October 14, 1988.

THIRD: The Certificate of Incorporation is hereby amended by striking out Article FIRST thereof, and by substituting in lieu of said Article, the following new Article:

"FIRST: The name of the corporation is HOC LIQUIDATING CO."

FOURTH: The amendment to the Certificate of Incorporation herein certified has been duly adopted by the directors of the Corporation by unanimous written consent in accordance with Section 141(f) of the General Corporation Law of the State of Delaware.

FIFTH: Thereafter, a majority of the stockholders of the Corporation, by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware, authorized, and approved and adopted the amendment in all respects and sent written

notice of such action to all the stockholders of the Corporation.

SIXTH: The amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by its duly authorized officers this 1st day of Sept, 1993.

ATTEST

By: Robert H. Millis
Robert Millis
Assistant Secretary

HERCULES OFFSHORE CORPORATION

By: Thomas J. Seward II
Thomas J. Seward II
Chairman



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

HOC LIQUIDATING CO.
Filing Number: 7880606

Application For Certificate Of Authority
Application For Amended Certificate Of
Authority.
Certificate Of Withdrawal

January 16, 1989
September 02, 1993

December 26, 1997

In testimony whereof, I have hereunto signed my name
officially and caused to be impressed hereon the Seal of
State at my office in Austin, Texas on March 12, 2010.



A handwritten signature in cursive script, reading "Hope Andrade".

Hope Andrade
Secretary of State

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FILED
In the Office of the
Secretary of State of Texas

SEP 2 1993

Corporations Section

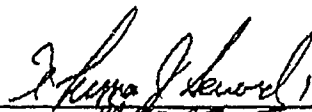
**APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY**

1. The name of the corporation as it currently appears on the records of the secretary of state of Texas is Hercules Offshore Corporation.
2. (If the corporation's name was previously unavailable and the corporation elected to use an assumed name in Texas, complete the following.) The assumed name of the corporation as it currently appears on the records of the secretary of state is _____.
3. A certificate of authority was issued to the corporation on January 16, 1989.
4. The corporation name has been changed to HOC Liquidating Co. (Note: If the corporate name has not been changed, insert "no change.")
5. The name which it elects to use hereafter in the state of Texas is HOC Liquidating Co.
6. It desires to pursue in Texas purposes other than, or in addition to, those authorized by its certificate of authority, as follows:

None.
7. It is authorized to pursue such purpose or purposes in the state or country under the laws of which it is organized.
8. It desires to change the statement(s) contained in item(s) number of the original or amended certificate of authority to read as follows:

None

HERCULES OFFSHORE CORPORATION

By: 
Its: RESIDENT
(Authorized Officer)

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "HERCULES OFFSHORE CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS CORPORATE TITLE TO "HOC LIQUIDATING CO.", ON THE FIRST DAY OF SEPTEMBER, A.D. 1993, AT 4:30 O'CLOCK P.M.



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: #4042342

DATE: 09/02/1993

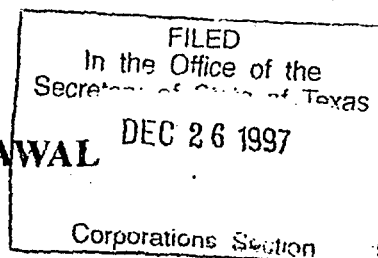
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Office of the
Secretary of State

Corporations Section

P.O. Box 13697
Austin, Texas 78711-3697

APPLICATION FOR
CERTIFICATE OF WITHDRAWAL



Pursuant to the appropriate provision of the Texas Business Corporation Act, the Texas Non-Profit Corporation Act or the Texas Limited Liability Company Act, the undersigned entity hereby applies for a certificate of withdrawal from the State of Texas and for that purpose submits the following statement:

- Liquidating*
1. The name of the entity is HOC LIQUIDATION CO
 2. It is organized under the laws of DELAWARE
 3. It is not transacting business or conducting affairs in the State of Texas.
 4. It hereby surrenders its authority to transact business in Texas.
 5. It revokes the authority of its registered agent in the State of Texas to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in this state during the time it was authorized to transact business or conduct affairs may hereafter be made on it by service thereof on the secretary of state of Texas.
 6. The post office address to which the secretary of state may mail a copy of any process against the entity that may be served on the secretary of state is:
11011 RICHMOND AVENUE, SUITE 500
HOUSTON, TX 77042
 7. All sums due, or accrued, by this corporation to the State of Texas have been paid, or adequate provision has been made for the payment thereof.
 8. If the entity is a non-profit corporation, all known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Texas, or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suits. If the entity is a limited liability company, all known creditors or claimants have been paid or provided for and the limited liability company is not involved in or threatened with litigation in any court in the State of Texas.

Randall

Authorized Officer of Corporation
Member or Manager of Limited Liability Company



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

JOHN SHARP • COMPTROLLER • AUSTIN, TEXAS 78774

CERTIFICATION OF ACCOUNT STATUS

THE STATE OF TEXAS

COUNTY OF TRAVIS

I, John Sharp, Comptroller of Public Accounts of the State of Texas, DO HEREBY CERTIFY that according to the current records of this office

HOC Liquidating Co.

is out of business, that all required reports for taxes administered by the Comptroller have been filed and that the taxes due on those reports have been paid. This certificate may be used for the purpose of dissolution, conversion, merger or withdrawal with the Texas Secretary of State.

This certificate is valid through December 31, 1997

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the
City of Austin, this
23rd day of December, 1997 A.D.

A handwritten signature of John Sharp in cursive script, written in dark ink.

JOHN SHARP
Comptroller of Public Accounts

Charter/C.O.A. number: 000788067-6